

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

J. MICHAEL CHARLES; MAURICE W.)	CIVIL ACTION NO. 05-702 (SLR)
WARD, JR.; and JOSEPH I. FINK, JR., on behalf)	
of themselves and all others similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
PEPCO HOLDINGS, INC; CONECTIV, and)	
PEPCO HOLDINGS RETIREMENT PLAN,)	
)	
Defendants.)	
)	
THOMAS S. TROUP, on behalf of himself and)	CIVIL ACTION NO. 06-10 (SLR)
all others similarly situated,)	
)	
Plaintiff,)	
)	
v.)	
)	
PEPCO HOLDINGS, INC; CONECTIV, and)	
PEPCO HOLDINGS RETIREMENT PLAN,)	
)	
Defendants.)	
)	

STIPULATION AND [PROPOSED] ORDER

WHEREAS, the above-captioned actions assert identical claims under ERISA against the same defendants relating to the same defined benefit pension plan;

WHEREAS, Plaintiffs in the *Troup* action served a Notice of Lawsuit and Request for Waiver of Service of Summons on Defendants on January 19, 2006;

WHEREAS, the *Troup* complaint is substantially identical to the complaint in the *Charles* action, and seeks the identical relief under the identical claims;

WHEREAS, a motion to dismiss has been filed and briefed in the *Charles* action, and the complaint in the recently filed *Troup* action is substantially identical to the complaint in the *Charles* action;

NOW THEREFORE, plaintiffs and defendants, by and through their respective counsel, hereby stipulate and agree (subject to Court approval) as follows:

Defendants shall be deemed to have timely filed a motion to dismiss in the *Troup* action, and Defendants hereby adopt their motion to dismiss filed in the *Charles* action, and all accompanying papers, including the Opening Brief and Appendix, which shall be deemed filed in the *Troup* action. Plaintiff Troup hereby adopts the Answering Brief and Appendix filed by the plaintiffs in the *Charles* action, which shall be deemed filed in the *Troup* action, and Defendants hereby adopt their Reply Brief filed in the *Charles* action, which shall be deemed filed in the *Troup* action.

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Dated: March 1, 2006

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Attorneys for Defendants

Dated March 2, 2006

[PROPOSED] ORDER

Approved and so Ordered this day of , 2006.

BY THE COURT:

Sue L. Robinson
Chief U.S. District Judge